

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE NORTH EAST TEXAS
REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 17-34

WHEREAS, the North East Regional Mobility Authority (“NET RMA”) was created pursuant to the request of Gregg and Smith Counties and in accordance with provisions of the Transportation Code and the petition and approval process established in 43 Tex. Admin. Code § 26.1, *et seq.* (the “RMA Rules”); and

WHEREAS, the Board of Directors of the NET RMA has been constituted in accordance with the Transportation Code and the RMA Rules; and

WHEREAS, subsequent to the initial formation of the NET RMA the Counties of Cherokee, Rusk, Harrison, Upshur, Bowie, Panola, Wood, Van Zandt, Titus, and Kaufman joined the Authority and are represented on the Board of Directors; and

WHEREAS, on March 26, 2013, in Resolution 13-13, the NET RMA Board of Directors approved the selection of Atkins North America (“Atkins”) to serve as one of the general engineering consultants (“GEC”) to the NET RMA and authorized the Chairman to execute an agreement with Atkins for the provision of general consulting civil engineering services; and

WHEREAS, on August 9, 2016, in Resolution No. 16-72, the NET RMA Board of Directors approved Work Authorization No. 14.0 with Atkins for GEC services for the 2017 fiscal year; and

WHEREAS, Atkins has developed a proposed scope of work and budget for additional GEC services for the remainder of FY 2017; and

WHEREAS, a copy of that proposed scope of work and budget not to exceed \$117,000.00 is contained in Supplemental Work Authorization No. 14.1, attached hereto as Attachment “A”; and

WHEREAS, the NET RMA Board of Directors must approve Supplemental Work Authorization No. 14.1 before Atkins may proceed to work thereunder; and

WHEREAS, Atkins has represented to the Board of Directors that the work reflected in Supplemental Work Authorization No. 14.1 is necessary and appropriate.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves Supplemental Work Authorization No. 14.1 for additional GEC services for the 2017 fiscal year in the form attached hereto as Attachment “A”, for an amount not to exceed \$117,000.00; and

BE IT FURTHER RESOLVED, that all work performed under Supplemental Work Authorization No. 14.1 shall be subject to the Agreement for General Consulting Civil Engineering Services between the NET RMA and Atkins and that no additional work may be undertaken without the specific approval of the Board of Directors.

Adopted by the Board of Directors of the North East Texas Regional Mobility Authority on the 8th day of August, 2017.

Submitted and reviewed by:

Approved:



C. Brian Cassidy
General Counsel for the North East
Texas Regional Mobility Authority



Linda Ryan Thomas
Chair, Board of Directors
Date Passed: 08/08/17

WORK AUTHORIZATION AMENDMENT

WORK AUTHORIZATION NO. 14.1

This Work Authorization Amendment is made as of this 8th day of August, 2017, under the terms and conditions established in the AGREEMENT FOR GENERAL CONSULTING ENGINEERING SERVICES, dated as of June 01, 2013 (the "Agreement"), between the North East Texas Regional Mobility Authority ("Authority") and **ATKINS NORTH AMERICA, INC.**, ("GEC"). This Work Authorization is made for the following purpose, consistent with the services defined in the Agreement:

Additional General Engineering Consultant (GEC) Services – FY 2017

Section A. - Scope of Services

A.1. GEC shall perform the following Services:

The GEC will provide Program Management, Technical Studies and Board Meeting and Public Relations Support activities related to Toll 49, other General Engineering support related to NET RMA priority projects and other technical and administrative activities as requested by the Board through the remainder of FY 2017. Specific tasks will include completion of the Toll 49 Annual Inspection, preparation of Work Authorizations for FY 2018, preparation of graphics and editing of the NET RMA Annual Report, continued support and presentations at Board Meetings, and other tasks requested by the Board.

See Attachment A – Scope of Services.

A.2. The following Services are not included in this Work Authorization, but shall be provided as Additional Services if authorized or confirmed in writing by the Authority.

(none anticipated).

A.3. In conjunction with the performance of the foregoing Services, GEC shall provide the following submittals/deliverables (Documents) to the Authority:

GEC shall submit technical reports, studies, designs, schedules, cost estimates, meeting support documents, Board meeting presentations and other deliverables in printed and/or electronic format, as requested by the NET RMA.

Section B. - Schedule

GEC shall perform the Services and deliver the related Documents (if any) according to the following schedule:

This Work Authorization shall be effective from August 1 to September 30, 2017, a period of 2 months.

Section C. - Compensation

C.1. In return for the performance of the foregoing obligations, the Authority shall pay to the GEC the amount not to exceed \$ 117,000 based on the attached fee estimate.

See Attachment B – Fee Estimate.

C.2. Compensation for Additional Services (if any) shall be paid by the Authority to the GEC according to the terms of a future Work Authorization.

Section D. - Authority's Responsibilities

The Authority shall perform and/or provide the following in a timely manner so as not to delay the Services of the GEC. Unless otherwise provided in this Work Authorization, the Authority shall bear all costs incident to compliance with the following:

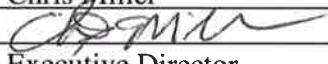
Provision of support documents and prompt response to inquiries as requested by the GEC.

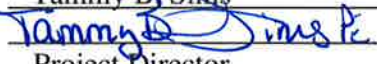
Section E. - Other Provisions

The parties agree to the following provisions with respect to this specific Work Authorization:

(none anticipated)

Except to the extent expressly modified herein, all terms and conditions of the Agreement shall continue in full force and effect.

Authority: North East Texas Regional
Mobility Authority
By: Chris Miller
Signature: 
Title: Executive Director
Date: _____

GEC:
By: Tammy B. Sims
Signature: 
Title: Project Director
Date: 8-8-2017

WORK AUTHORIZATION AMENDMENT #14.1

NORTH EAST TEXAS REGIONAL MOBILITY AUTHORITY

ATTACHMENT A – SCOPE OF WORK

SERVICES TO BE PROVIDED BY ATKINS for

ADDITIONAL GENERAL ENGINEERING CONSULTANT (GEC) – FY 2017

GENERAL PROJECT OVERVIEW

The GEC will provide additional Program Management, Technical Studies and Board Meeting and Public Relations Support activities related to Toll 49, other General Engineering support related to NET RMA priority projects and other technical and administrative activities as requested by the Board. Effective date of this authorization is from August 1, 2017 to September 30, 2017.

The Scope of Services for this work authorization shall include engineering and administrative services for a period of approximately 2.0 months (60 days). Work tasks shall include program planning and management activities, conduct of technical and financial studies, preparation of Board Meeting support materials and assistance with marketing and public information programs in support of NET RMA activities. These tasks will be conducted for the successful project advancement of Toll 49, for the satisfactory daily operation and maintenance of Toll 49, for advancement of other Priority Projects as requested by the NET RMA and for other necessary administrative and general engineering support functions.

Specifically, items to be completed within the 60-day contract period include:

- Conduct and completion of the Toll 49 Annual Inspection
- Preparation of Work Authorizations for FY 2018
- Preparation of preliminary cost estimates for OCST projects on Toll 49 Segments 2, 5 and 3A.
- Preparation of graphics and editing of the NET RMA 2017 Annual Report.
- Continued support and presentations at Board Meetings
- Completion of other tasks requested by the NET RMA Board and Staff.

1) PROGRAM MANAGEMENT

This task will involve continued consulting and program management services for project advancement and general daily operations of the NET RMA. When requested by the Board and/or Executive Director, the GEC management staff will provide planning and engineering support as follows:

- Provide engineering input, technical reviews and technical edits of NET RMA Annual Reports and assist NET RMA staff as needed with the preparation of other NET RMA publications and web page content.
- Support preparation of other various engineering reports and financial documents for required annual FHWA and/or TxDOT submittals, TxDOT audits and technical reviews, and other administrative reports.
- Assist NET RMA staff with Customer Care support, Public Relations support and handling of public requests and inquiries on an as-needed basis.
- Assist NET RMA staff in preparing various contracts and subcontracts with vendors for providing services to NET RMA and in coding and transmitting vendor invoices for payment by NET RMA.
- Provide support in preparing grant applications, technical materials, payment reimbursement requests and other grant-related documents for TxDOT, FTA, FRA, FHWA and other state and Federal grant programs.
- Assist NET RMA staff with printing, binding and/or scanning final reports and plan sets for storage in NET RMA archive files.
- Meet with and provide financial and technical documents to the auditors and the Authority's CPA consultant on an as-needed basis to support the annual audit and other financial activities.
- Provide document control services as necessary for the documentation, tracking, filing and retrieval of NET RMA-related Documents.
- Prepare project-related monthly invoices and progress reports as needed to satisfy the needs of the NET RMA Board and staff.
- Attend transportation-related meetings and conferences when requested by the NET RMA to promote and support the NET RMA's Transportation Programs.
- Attend internal and external meetings regarding all tasks as required to support the above activities.

2) TECHNICAL STUDIES AND SUPPORT

This task will involve conduct of various engineering, financial and technical studies as required to assist and support the NET RMA in its project planning, design, construction, maintenance, and operations activities. These technical studies will be used to support the activities of the NET RMA in its advancement of Toll 49 and in the planning and development of other projects that may arise and be of interest to NET RMA, and in support of the NET RMA's various committees, including but not limited to the Project Development and Implementation Committee, Long Range Planning Committee, East Texas Hourglass Committee and any other committees established by the NET RMA. When requested by the Board and/or Executive Director, the GEC will provide engineering support as follows:

- Prepare short-term and/or minor concept studies, conceptual cost estimates, technical designs and evaluations, and coordinate these activities with the NET RMA staff, TxDOT and other shareholders / agencies as requested by the NET RMA. Major studies and technical designs shall be accomplished through separate Work Authorizations.

- Participate in project design conferences, evaluate project progress and remaining design needs, develop additional design guidelines and standards, and review and further develop toll concepts, program schedules, and program cost estimates as requested.
- Provide technical and administrative support to the NET RMA's technical committees and groups.
- Provide assistance to NET RMA staff and consultants regarding periodic increases in Toll Rates, assist with preparation of updated toll rate charts and maps and coordinate same with TxDOT.
- Provide conceptual, preliminary and/or final designs for small construction projects or potential change orders to ongoing construction projects to help in advancement of Toll 49 and/or other programs.
- Assist with issuing project designs, bid documents, change orders, responses to bidders questions, holding bid openings, tabulating bids and making Board recommendations on construction projects not covered by a separate work authorization.
- Assist the Director of Operations and/or the NET RMA staff with researching, identifying and tabulating electric bills, data line bills and other invoices received for utility services on the Toll 49 System.
- Review, edit and/or comment on technical documents prepared by other NET RMA consultants.
- Assist the NET RMA staff with responses to public complaints, including but not limited to: noise and traffic complaints; damage claims related to soil erosion or drainage issues; complaints regarding traffic signals, signs, message boards and other similar issues; and other public notifications and complaints. Also maintain a tracking sheet listing dates and times of complaints and the responses / solutions provided.

3) MASTER INDENTURE AGREEMENT SERVICES

In addition to the general services listed above, the GEC will assist the NET RMA with performance of all tasks and requirements listed in the Master Trust Indenture document for Toll 49 between NET RMA and Amegy Bank, and/or for similar services for other financial documents. Major reporting requirements will also be continued during gaps when financial documents are not in service, so that a continuous trend of services can be demonstrated to support future financial services. When requested by the Board and/or Executive Director, these services will include but not be limited to the following:

- Provide engineering descriptions, data and cost estimates for unusual or extraordinary maintenance or repairs, non-annual maintenance or repairs, and other major items of equipment for Toll 49.
- Provide engineering descriptions, data and cost estimates for repairs or replacements resulting from an emergency caused by some extraordinary occurrence on Toll 49.
- Maintain and update a programmatic list of anticipated major renewal and replacement items that are anticipated for Toll 49.

- Maintain and update a programmatic list of anticipated routine maintenance and operating expenses that are anticipated for Toll 49.
- Provide asset descriptions and replacement cost information to a responsible insurance company for insurance protection for Toll 49.
- Prepare descriptions and cost estimates for any damage or destruction to Toll 49 or for any other action or activity that adversely affects the revenues from the System.
- Conduct the Toll 49 Annual Inspection.
- Provide information and records required for an Annual Audit.

4) BOARD MEETINGS / PUBLIC RELATIONS

This task will involve various activities required to hold successful NET RMA Board Meetings and promote the NET RMA to the public. When requested by the Board and/or Executive Director, items to be provided shall include but not be limited to:

- Assist NET RMA staff in support of Board Meeting quality assurance activities.
- Assist NET RMA staff in procuring and setting up meeting rooms for Board Meetings, committee meetings and other administrative and technical meetings.
- Prepare and edit documents, maps and graphic displays as needed to support Board Meetings and NET RMA publications.
- Assist the NET RMA staff with preparation, posting and distribution of Board Meeting Notices, Board Agenda, Board Meeting Information Packets, Monthly Project Status Reports, Operations Reports, and other status reports.
- Assist the NET RMA staff with the preparation, production, distribution and coordination of public information brochures and pamphlets, radio spots, newspaper articles, press releases, and other similar items to further introduce and promote good will between NET RMA and the general public.
- Provide coordination and support for the NET RMA staff in the development and distribution of maps, brochures and other public education materials.
- Prepare NET RMA Program-related materials and exhibits for use in Public Meetings and Public Hearings.

5) QUALITY ASSURANCE AND QUALITY CONTROL

This task will involve conduct of all activities required by Atkins 5-Step Project Quality Control system as outlined in the “Atkins North America Quality and Technical Assurance Manual Final v1”. Atkins staff providing QC services will be independent of the work products and will ensure that Atkins technical assurance standards, design principles, CAD/BIM standards, QSE policies and “Right the First Time” procedures and schedules are followed for all NET RMA tasks conducted on the project. The 5-Step QC system will

involve: (1) verifying that material is ready for QC review; (2) conducting the QC checks; (3) resolving any QC comments provided for the subject deliverables; (4) making changes based on the QC comments; and (5) verifying that all QC corrections have been made completely and thoroughly. Once complete, the Project Manager will verify the QC steps conducted, complete a QC Log, and approve the deliverable(s) for Client submittal.

ATKINS

Atkins North America

Cost Proposal - By Task

WA #14.1 - Addtl GEC 2017

NET RMA

Attach. B - 100051860

Submittal Date: Aug-08-2017

| Task ID | Description | Price |
|---------|---------------------|-----------|
| 10 | Program Management | 33,153.23 |
| 20 | Technical Studies | 39,032.09 |
| 30 | Annual Inspection | 22,954.42 |
| 40 | Board Meetings / PR | 15,730.98 |
| 50 | Program QC | 6,131.35 |

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Atkins North America

Cost Proposal - Detail

WA #14.1 - Addtl GEC 2017

NET RMA

Attach. B - 100051860

Submittal Date: Aug-08-2017

| Task# | Resource Category | Description | O/H Pool | Rate | Unit | Qty | Extended Price |
|-----------|---------------------------------|----------------------|----------|--------|------|--------------|------------------|
| 10 | Program Management | | | | | | |
| | Labor | | | | | | |
| | | Sr Project Director | Home | 273.49 | Hr | 40.0 | 10,939.61 |
| | | Project Director | Home | 220.39 | Hr | 60.0 | 13,223.18 |
| | | Sr Engineer IV | Home | 207.68 | Hr | 20.0 | 4,153.56 |
| | | Sr Engineer II | Home | 141.79 | Hr | 20.0 | 2,835.80 |
| | | Sr Project Assistant | Home | 86.43 | Hr | 8.0 | 691.47 |
| | | | | | | 148 | 31,843.63 |
| | | | | | | 311.0 | 859.60 |
| | | Copies & Prints | | 10.0 | EA | 67.0 | 670.00 |
| | | Shipping & Postage | | 15.0 | EA | 4.0 | 60.00 |
| | | Mileage | | 0.5 | Mi. | 240.0 | 129.60 |
| | | | | | | 8.0 | 450.00 |
| | | Lodging | | 85.0 | Day | 2.0 | 170.00 |
| | | Per Diem | | 45.0 | Day | 4.0 | 180.00 |
| | | Car Rental | | 50.0 | Day | 2.0 | 100.00 |
| | | | | | | | 1,309.60 |
| 10 | Program Management Total | | | | | | 33,153.23 |
| 20 | Technical Studies | | | | | | |
| | Labor | | | | | | |
| | | Sr Project Director | Home | 273.49 | Hr | 16.0 | 4,375.85 |
| | | Project Director | Home | 220.39 | Hr | 42.0 | 9,256.23 |
| | | Sr Engineer IV | Home | 207.68 | Hr | 60.0 | 12,460.67 |
| | | Sr Engineer II | Home | 141.79 | Hr | 60.0 | 8,507.41 |
| | | CAD Designer II | Home | 93.51 | Hr | 40.0 | 3,740.47 |
| | | Sr Project Assistant | Home | 86.43 | Hr | 8.0 | 691.47 |

ATKINS

Atkins North America

Cost Proposal - Detail

WA #14.1 - Addtl GEC 2017

NET RMA

Attach. B - 100051860

Submittal Date: Aug-08-2017

| Task# | Resource Category | Description | O/H Pool | Rate | Unit | Qty | Extended Price |
|--------------------|----------------------------------|---------------------|----------|--------|------|------------|------------------|
| Labor Total | | | | | | 226 | 39,032.09 |
| 20 | Technical Studies Total | | | | | | 39,032.09 |
| 30 | Annual Inspection | | | | | | |
| | Labor | | | | | | |
| | | Sr Project Director | Home | 273.49 | Hr | 16.0 | 4,375.85 |
| | | Project Director | Home | 220.39 | Hr | 42.0 | 9,256.23 |
| | | Sr Engineer IV | Home | 207.68 | Hr | 24.0 | 4,984.27 |
| | | Sr Engineer II | Home | 141.79 | Hr | 24.0 | 3,402.97 |
| | | CAD Designer II | Home | 93.51 | Hr | 10.0 | 935.12 |
| Labor Total | | | | | | 116 | 22,954.42 |
| 30 | Annual Inspection Total | | | | | | 22,954.42 |
| 40 | Board Meetings / PR | | | | | | |
| | Labor | | | | | | |
| | | Sr Project Director | Home | 273.49 | Hr | 8.0 | 2,187.92 |
| | | Project Director | Home | 220.39 | Hr | 20.0 | 4,407.73 |
| | | Sr Engineer IV | Home | 207.68 | Hr | 24.0 | 4,984.27 |
| | | Sr Engineer II | Home | 141.79 | Hr | 24.0 | 3,402.97 |
| | | CAD Designer II | Home | 93.51 | Hr | 8.0 | 748.09 |
| Labor Total | | | | | | 84 | 15,730.98 |
| 40 | Board Meetings / PR Total | | | | | | 15,730.98 |
| 50 | Program QC | | | | | | |
| | Labor | | | | | | |
| | | Sr Project Director | Home | 273.49 | Hr | 4.0 | 1,093.96 |
| | | Project Director | Home | 220.39 | Hr | 7.0 | 1,542.70 |
| | | Sr Engineer IV | Home | 207.68 | Hr | 10.0 | 2,076.78 |

ATKINS

Atkins North America

Cost Proposal - Detail

WA #14.1 - Addtl GEC 2017

NET RMA

Attach. B - 100051860

Submittal Date: **Aug-08-2017**

| Task# | Resource Category | Description | O/H Pool | Rate | Unit | Qty | Extended Price |
|-----------------------------|-------------------------|----------------|----------|--------|------|-----------|-------------------|
| | | Sr Engineer II | Home | 141.79 | Hr | 10.0 | 1,417.90 |
| Labor Total | | | | | | 31 | 6,131.35 |
| 50 | Program QC Total | | | | | | 6,131.35 |
| Total Extended Price | | | | | | | 117,002.07 |